

17490 -B

RECORDATION NO. FILED 1425

PEPPER, HAMILTON & SCHEETZ

AUG 21 1991 -10 05 AM

ATTORNEYS AT LAW

INTERSTATE COMMERCE COMMISSION

PHILADELPHIA, PENNSYLVANIA

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WASHINGTON, D.C. 20036

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WESTMONT, NEW JERSEY

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WRITER'S DIRECT NUMBER

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INTERSTATE COMMERCE COMMISSION

August 21, 1991

DOCUMENTS FOR
RECORDATION

AUG 21 1991 -10 05 AM

INTERSTATE COMMERCE COMMISSION

1-233A012

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Secretary Strickland,

Enclosed for recordation with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code, and regulations promulgated thereunder, are five original counterparts of a Memorandum of Lease Agreement, a primary document, dated August 1, 1991, an Equipment Trust Agreement, a secondary document, dated August 1, 1991, and Lease and Equipment Trust Agreement Supplement Number 1, a secondary document, dated August 21, 1991.

The names and addresses of the parties to the documents are as follows:

Lessor: Meridian Trust Company
35 North Sixth Street
Reading, PA 19603

Lessee: Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, PA 19103

The equipment affected by the documents consists of 2,810 rebuilt railcars specifically described in the Lease Agreement.

RECEIVED
AUG 21 10 03 AM '91
NORTH CAROLINA UNIT

1 Counterparts - Anne Kullman

PEPPER, HAMILTON & SCHEETZ

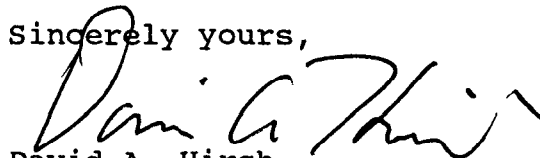
August 21, 1991
Page 2

A short summary of the documents to appear in the index follows:

A Memorandum of Lease Agreement, dated August 1, 1991, an Equipment Trust Agreement, dated August 1, 1991, and Lease and Equipment Trust Agreement Supplement Number 1, dated August 21, 1991, between Meridian Trust Company and Consolidated Rail Corporation covering 2,810 rebuilt railcars specifically described in the Lease Agreement.

A fee of \$45.00 is enclosed. Please stamp and return the copies not needed by the Commission for recordation to the undersigned.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "David A. Hirsh", with a stylized flourish at the end.

David A. Hirsh
Counsel for Consolidated Rail
Corporation

17490

RECORDATION NO. _____ FILED 1425

AUG 21 1991 -10 ⁰² AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

dated as of August 1, 1991

between

CONSOLIDATED RAIL CORPORATION,

as Lessee

and

MERIDIAN TRUST COMPANY,
not in its individual capacity,
except as otherwise expressly provided
herein but solely as Owner Trustee,

as Lessor

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 59 U.S.C. § 11303
ON August __, 1991 at ____ .M.

STATE OF New York)
COUNTY OF New York) ss:

On this 20th day of August, 1991 before me personally appeared, Paul M. Clancy, to me personally known, who being by me duly sworn, says that (s)he is the Asst. officer of MERIDIAN TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on August 20, 1991 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

ELIZABETH A DUFFY
Notary Public, State of New York
No 31-4969409
Qualified in New York County
Commission Expires 7-16-92

[Notarial Seal]

Elizabeth A. Duffy
Notary Public

My commission expires 7/16/92

STATE OF New York)
COUNTY OF New York) ss:

On this 20th day of August, 1991 before me personally appeared, Thomas J. M. Faddan, to me personally known, who being by me duly sworn, says that (s)he is the Dir - Project Finance of CONSOLIDATED RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on August 20, 1991 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

ELIZABETH A DUFFY
Notary Public, State of New York
No 31-4969409
Qualified in New York County
Commission Expires 7-16-92

[Notarial Seal]

ELIZABETH A DUFFY
Notary Public, State of New York
No 31-4969409
Qualified in New York County
Commission Expires 7-16-92

Elizabeth A. Duffy
Notary Public

My commission expires 7/16/92

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 1, 1991 by and between Meridian Trust Company, a Pennsylvania trust company ("MTC"), not in its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under a Trust Agreement, dated as of August 1, 1991, between AT&T Capital Holdings International, Inc., a Delaware Corporation, and MTC ("Lessor"), and Consolidated Rail Corporation, a Pennsylvania corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase from and lease to Lessee, and Lessee has agreed to sell to and lease from Lessor, up to 2,810 railroad cars described in the Lease Agreement and in the Lease and Equipment Trust Supplements to be executed and delivered by Lessor and Lessee from time to time, all pursuant to that certain Lease Agreement of Railroad Equipment, dated as of August 1, 1991 (the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the date of the Closing Date (as defined in the Lease) and shall be subject to the Term of the Lease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MERIDIAN TRUST COMPANY, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By: 

Title:

PAUL M. CLANCY
ACCOUNT OFFICER

CONSOLIDATED RAIL CORPORATION

By: 

Director - Project Financing

Interstate Commerce Commission

Washington, D.C. 20423

8/21/91

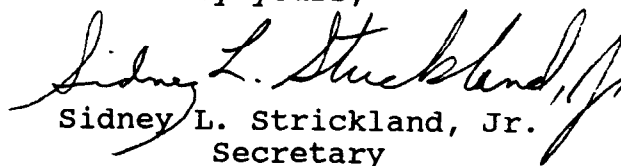
OFFICE OF THE SECRETARY

David A. Hirsh
Pepper, Hamilton & Scheetz
1300 Nineteenth Street, N. W.
Washington, D. C. 20036

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/21/91 at 10:05AM , and assigned recordation number(s) 17490,,17490-A and 17490-B.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary